

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**STATEMENT OF FINANCIAL AFFAIRS FOR
WINC, INC. (CASE NO. 22-11238)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors' mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY,
AND DISCLAIMER REGARDING THE DEBTORS' SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

The above-captioned debtors and debtors in possession (each, a “Debtor,” and collectively, the “Debtors”) are filing their respective Schedules of Assets and Liabilities (collectively, the “Schedules”) and Statements of Financial Affairs (collectively, the “Statements,” and together with the Schedules, collectively, the “Schedules and Statements”) in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors, with the assistance of their professional advisors, prepared the Schedules and Statements in accordance with section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

These Global Notes and Statement of Limitations, Methodology, and Disclaimer regarding the Schedules and Statements (the “Global Notes”) pertain to the Schedules and Statements. These Global Notes should be referred to as part of, and reviewed in connection with, the Schedules and Statements.²

The Schedules and Statements have been prepared based on information provided by the Debtors’ Chief Financial Officer and professional advisors, and are unaudited and subject to potential adjustment. In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. The Debtors have used commercially reasonable efforts to ensure the accuracy and completeness of such information and data; however, subsequent information, data, or discovery may result in material changes to the Schedules and Statements and inadvertent errors, omissions, or inaccuracies may exist. The Debtors and their estates reserve all rights to amend or supplement the Schedules and Statements as may be necessary and appropriate.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

² These Global Notes are in addition to any specific notes that may be contained in each of the Schedules or Statements. The fact that the Debtors have prepared a general note herein with respect to any of the Schedules and Statements and not to others should not be interpreted as a decision by the Debtors to exclude the applicability of such general note to the Debtors’ remaining Schedules and Statements, as appropriate.

Reservation of Rights. Nothing contained in the Schedules and Statements or these Global Notes shall constitute a waiver of any rights of the Debtors and their estates or an admission with respect to the Debtors' chapter 11 cases, including, but not limited to, any issues involving objections to claims, setoff or recoupment, equitable subordination or recharacterization of debt, defenses, characterization or re-characterization of contracts, leases and claims, assumption or rejection of contracts and leases and/or causes of action arising under the Bankruptcy Code or any other applicable laws.

Description of the Cases and “As of” Information Date. On November 30, 2022 (the “Petition Date”), each of the Debtors filed voluntary petitions for relief with the Court under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession. Unless otherwise indicated herein or in the Schedules and Statements, all financial information for the Debtors in the Schedules and Statements and these Global Notes is provided as of the Petition Date or as close to the Petition Date as reasonably practicable under the circumstances.

As of the Petition Date, the Debtors' headquarters was located at 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404. However, effective as of December 31, 2022, the Debtors will have rejected the lease associated with their headquarters. The Debtors' go-forward mailing address is 12405 Venice Blvd., Box #1, Los Angeles, CA 90066.

Basis of Presentation. The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles (“GAAP”), nor are they intended to fully reconcile to any financial statements prepared by the Debtors.

Recharacterization. Notwithstanding the Debtors' commercially reasonable efforts to properly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may nevertheless seek to recharacterize, reclassify, recategorize, redesignate, add, or delete items included in the Schedules and Statements, and the Debtors and their estates reserve all rights in this regard.

Accounts Payable and Disbursement Systems. The Debtors maintain a cash management system (the “Cash Management System”) to collect and disburse funds in the ordinary course of business. A more complete description of the Cash Management System is set forth in the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing and Approving Continued Use of Cash Management System, (II) Authorizing Continued Use of Corporate Credit Cards and Granting Administrative Expense Status to Postpetition Credit Card Obligations; (III) Authorizing Use of Prepetition Bank Accounts and Business Forms, (IV) Waiving the Requirements of Section 345(b) on an Interim Basis, (V) Granting Administrative Expense Status to Postpetition Intercompany Claims, and (VI) Granting Certain Related Relief* [Docket No. 9] filed on December 2, 2022.

Insiders. Payments to insiders are listed in part 2, question 4 of the Statements. Persons listed as “insiders” have been included for informational purposes only, and such listing is not intended to be, nor should it be construed as, a legal characterization of such person as an insider, nor does it serve as an admission of any fact, claim, right or defense, and all such claims, rights, and defenses with respect thereto are hereby expressly reserved. Further, the Debtors and their estates do not

take any position with respect to: (a) any such person's influence over the control of the Debtors; (b) the management responsibilities or functions of any such individual; (c) the decision-making or corporate authority of any such individual; or (d) whether any such individual could successfully argue that he or she is not an "insider" under applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

Summary of Significant Reporting Policies. The following is a summary of certain significant reporting policies:

- a. **Current Market Value – Net Book Value.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate resources for the Debtors to obtain current market valuations for all estate assets. Accordingly, unless otherwise indicated herein or in the Schedules and Statements, the Schedules and Statements reflect the net book values, rather than current market values, of the Debtors' assets as of the Petition Date (unless another date is indicated herein or in the Schedules and Statements), and may not reflect the net realizable value.
- b. **Interim Orders.** Pursuant to the interim employee wage and tax orders and any supplements or amendments to such orders entered by the Court on December 6, 2022 (the "Interim Orders"), the Debtors and their estates are authorized to pay certain prepetition claims, including, without limitation, certain claims relating to employee wages and benefits as well as taxes and fees. The Debtors have not included claims of this nature in the Schedules to the extent that such claims were paid under the Interim Orders.
- c. **Setoffs.** To the extent the Debtors have incurred or effectuated any ordinary course setoffs with third parties (including, without limitation, customers and vendors) prior to the Petition Date, or are subject to the occurrence of, or maintain the right to effectuate, ordinary course setoffs on account of activities occurring prior to the Petition Date, claims of creditors listed may not reflect all such setoffs. The Debtors and their estates reserve all rights with respect to any such setoffs.
- d. **Credits and Adjustments.** Claims of creditors are listed in the amounts entered on the Debtors' books and records, and may not reflect all credits, allowances, or other adjustments due from such creditors to the Debtors. The Debtors and their estates reserve all rights with regard to any such credits, allowances and other adjustments, including, without limitation, the right to assert claims, objections, setoffs and recoupments with respect to the same.
- e. **Leases.** In the ordinary course of business, the Debtors may lease certain equipment or non-residential real property from certain third-party lessors for use in the ordinary course of their business. Nothing in the Schedules and Statements is, or shall be construed as, an admission as to the determination of the legal status of any lease (including, without limitation, whether any lease is a true lease or a financing arrangement, and whether such lease is unexpired), and the Debtors and their estates reserve all rights with respect to such issues.
- f. **Executory Contracts and Unexpired Leases.** The Debtors have not set forth executory contracts and unexpired leases as assets in the Schedules and Statements, even though these contracts and leases may have some value to the Debtors' estates. Rather, executory contracts and unexpired leases have been set forth solely on Schedule G. The Debtors' rejection

of executory contracts and unexpired leases may result in the assertion of rejection damages claims against the Debtors and their estates; however, the Schedules and Statements do not reflect any claims for rejection damages. The Debtors and their estates reserve all rights with respect to the assertion of any such claims.

g. **Unknown or Undetermined Amounts.** Where a description of an amount is left blank or listed as “unknown” or “undetermined,” such response is not intended to reflect upon the materiality of such amount.

h. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information available at the time of filing the Schedules and Statements. If additional information becomes available or further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. Accordingly, the Debtors and their estates reserve all rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary or appropriate.

i. **Estimates.** The Debtors were required to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and reported revenue and expenses. The Debtors and their estates reserve all rights to amend the reported amounts of assets, liabilities, revenue, and expenses to reflect changes in those estimates and assumptions.

j. **Classifications.** Listing a claim (a) on Schedule D as “secured;” (b) on Schedule E/F as “unsecured priority,” or “unsecured non-priority;” or (c) listing a contract or lease on Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtors and their estates of the legal rights of any claimant, or a waiver of the rights of the Debtors and their estates to amend these Schedules and Statements to recharacterize or reclassify any claim or contract.

k. **Claims Description.** The Debtors and their estates reserve all rights to dispute, and to assert any offsets or defenses to, any claim reflected on the applicable Schedule on any grounds, including, without limitation, amount, liability, validity, priority or classification, and to subsequently designate any claim as “disputed,” “contingent,” or “unliquidated.”

l. **Guarantees and Other Secondary Liability Claims.** Guarantees and other secondary liability claims (collectively, the “Guarantees”) with respect to the Debtors’ contracts and leases may not be included on Schedule H. Therefore, the Debtors and their estates reserve all rights to amend the Schedules to the extent additional Guarantees are identified.

NOTES FOR SCHEDULES

Schedule A/B – Assets – Real and Personal Property.

Part 2, Item 8. In Part 2, Item 8, the Debtors have listed certain amounts in the aggregate for Prepaid Merchant Fees and Prepaid Freight. The Debtors pay merchant fees based on subscription credit transactions, which are expensed in the Debtors' books and records at the time that the Debtors' customers apply their credits towards the purchase of merchandise. In addition, the Debtors incur various freight costs to move inventory between warehouses and such costs are expensed in the Debtors' books and records as the inventory is shipped to customers. In each case, such amounts are listed in the aggregate because such costs are recorded in the Debtors' books and records in the aggregate and it would be costly, burdensome, and impractical to itemize such amounts.

Payments made to the estates' retained professionals are listed on Part 6, Item 11 of the Statements rather than Part 2, Item 8 of the Schedules.

Part 5. As set forth above, all inventory values identified in Schedule A/B, Part 5 are listed as net book value unless otherwise stated.

Part 7. The Debtors' books and records do not differentiate between office furniture and office fixtures. Accordingly, the Debtors have listed all office furniture and fixtures in the aggregate in their response to question 39.

Part 11, Item 72. Debtor Winc, Inc. is the parent of a consolidated tax group that comprises all of the Debtors. Accordingly, the Debtors file Federal and state tax returns on a consolidated or combined basis. The Debtors maintain net operating losses from consolidated or combined tax filings, which are listed under Schedule A/B, Part 11, Item 72 for Winc, Inc. The Debtors reserve all rights to assert that the net operating losses are property of a different Debtor.

Part 11, Item 73. In response to Part 11, Item 73, the Debtors have not listed the insurance policies comprising their insurance program, as disclosed in the Debtors' *Motion for Entry of Interim and Final Orders Authorizing (I) the Debtors to (A) Continue Prepetition Insurance Policies, (B) Pay All Prepetition Obligations in Respect Thereof, and (C) Continue Their Insurance Premium Financing Program; and (II) Banks to Honor and Process Related Checks and Transfers* [Docket No. 11], filed on December 2, 2022.

Part 11, Item 74. Despite their commercially reasonable efforts to identify all known assets, the Debtors may not have listed certain causes of action or potential causes of action against third parties as assets in Schedule A/B, Part 11, Item 74, including, but not limited to, causes of action arising under the Bankruptcy Code or any other applicable laws (including, but not limited to, intellectual property laws). The Debtors and their estates reserve all rights with respect to any claims and causes of action that they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claims and causes of actions, or in any way waive, prejudice, impair, or otherwise affect the assertion of such claims and causes of action.

Part 11, Item 77.1. Debtors BWSC, LLC and Winc, Inc. engage in ordinary course intercompany transactions that result in credit and debit book entries for accounting purposes. Such intercompany transactions result in a net zero balance and have not been listed in Part 11, Item 77.1.

Schedule D – Creditors Who Have Claims Secured by Property. Except as otherwise agreed pursuant to a stipulation, agreed order, or other order entered by the Court that is or becomes final, the Debtors and their estates reserve all rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any of the Debtors. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtors' assets in which such creditors may have a lien has been undertaken. Except as otherwise agreed pursuant to a stipulation, agreed order, or other order entered by the Court that is or becomes final, the Debtors and their estates reserve all rights to dispute or challenge the secured nature of any such claim or the characterization of the structure of any transaction, document, or instrument related to any such claim. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in these Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

In certain instances, a Debtor may be a co-obligor with respect to scheduled claims of other Debtors. No claim set forth on the Schedule D of any Debtor is intended to acknowledge claims of creditors that are or may be otherwise satisfied or discharged.

The Debtors have not included on Schedule D all parties that may believe their claims are secured through setoff rights, deposits posted by, or on behalf of, the Debtors, inchoate statutory lien rights, or real property lessors, utility companies and other parties which may hold security deposits.

Certain of the amounts listed for parties on Schedule D may not be reflective of any accrued and unpaid interest, prepayment premiums, and other similar fees or expenses that such parties may be entitled to, and are not reflective of any payments made by the Debtors subsequent to the Petition Date.

Schedule E/F – Creditors Who Have Unsecured Claims.

Part 2. Certain creditors listed on Part 2 of Schedule E/F may owe amounts to the Debtors; accordingly, the Debtors and their estates may have valid setoff and recoupment rights with respect to such amounts. Also, the amounts listed on Part 2 of Schedule E/F reflect known prepetition claims as of the Petition Date. The Debtors and their estates reserve all rights to challenge any setoff and recoupment rights that may be asserted against them. The Debtors and their estates reserve all rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be perfected by a creditor listed on Part 2 of Schedule E/F.

The Debtors have used commercially reasonable efforts to include all creditors on Part 2 of Schedule E/F. The amounts listed for liabilities on Schedule E/F may be exclusive of certain contingent and unliquidated amounts.

Certain of the Debtors' liabilities do not lend themselves to identification of individual claims and/or claimants. Specifically, Part 2 of Schedule E/F for BWSC, LLC does not include estimated liabilities for outstanding gift cards on an individual basis because BWSC, LLC does not track individual gift card holders. The total amount outstanding on account of gift cards issued by BWSC, LLC is \$4,050,315.59 as of the Petition Date.

The Debtors have approximately 160,000 customers (the "DTC Customers") associated with their direct to consumer business. In the ordinary course of business, the DTC Customers purchase subscription credits (collectively, the "Subscription Credits") for merchandise on the Debtors' e-commerce platform. The Debtors believe that the Subscription Credits will either be honored on a go-forward basis or have been forfeited pursuant to existing policies and applicable laws governing such Subscription Credits and have not listed amounts corresponding to such Subscription Credits on an individual basis in their Schedules. Instead, the Debtors have listed the maximum liability associated with such potential claims on an aggregate basis in Schedule E/F, as it would be impractical, cost prohibitive, and unduly burdensome to list such claims on an individual basis as of the Petition Date, and would cause the Schedules to become unwieldy and voluminous.

All amounts payable under that certain Collaboration Agreement dated February 1, 2019, between Atticus Publishing, LLC and Winc Lost Poet, LLC are paid by BWSC, LLC and are listed on Schedule F, Part 2 for BWSC, LLC.

Schedule G – Executory Contracts and Unexpired Leases. Although commercially reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions, or over-inclusion may have occurred in preparing Schedule G. Omission of a contract, lease or other agreement from Schedule G does not constitute an admission that such omitted contract, lease or agreement is not an executory contract or unexpired lease. Schedule G may be amended at any time to add any omitted executory contracts, unexpired leases and other agreements to which the Debtors are a party, including, without limitation, to add any that the Debtors did not list on Schedule G at this time. Likewise, the listing of an agreement on Schedule G does not constitute an admission that such agreement is an executory contract or unexpired lease, or that such agreement was in effect or unexpired on the Petition Date or is valid or enforceable. The agreements listed on Schedule G may have expired, or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments and agreements that may not be listed on Schedule G.

All rights, claims, and causes of action of the Debtors and their estates with respect to the agreements listed on Schedule G are hereby reserved and preserved. The Debtors and their estates hereby reserve all rights to: (a) dispute the validity, status, or enforceability of any agreements set forth on Schedule G; (b) dispute or challenge the characterization of the structure of any transaction, document or instrument related to a creditor's claim, including, but not limited to, the agreements listed on Schedule G; and (c) amend or supplement Schedule G, as necessary.

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NOTES FOR STATEMENTS

Statement 3. Statement 3 includes any disbursement or other transfer made by the Debtors within 90 days prior to filing, except for those made to insiders or in connection with the bankruptcy, which are reflected on Statements 4 and 11, respectively.

Statement 4. Statement 4 has been presented on a gross payment basis. Actual amounts received by the parties listed on Statement 4 may differ based upon withholding and other tax obligations.

Statement 7. BWSC, LLC is not currently involved in any pending formal legal action or administrative proceedings. However, BWSC, LLC is periodically involved in audits and informal administrative inquiries with certain state agencies to ensure regulatory and licensure compliance, and it engages in interviews with state agencies in the ordinary course of business. Such informal proceedings have not been listed in Statement 7. The Debtors and their estates reserve all rights, claims, and defenses with respect to all listed lawsuits and administrative proceedings (or potential lawsuits and administrative proceedings).

Statement 26. Debtor Winc, Inc.'s financial statements include information for Debtors BWSC, LLC and Winc Lost Poet, LLC. Accordingly, the information included in the Statement of Financial Affairs for Winc, Inc. is applicable to each of the other Debtors.

Statement 26(d). Additionally, from time to time, the Debtors provided financial statements in the ordinary course of business to certain parties for business, statutory, credit, financing and other reasons. Recipients have included regulatory agencies, financial institutions, investment banks, vendors, landlords, debtholders and their legal and financial advisors. In addition, in connection with the Debtors' IPO and sale processes, the Debtors have provided financial statements to various parties. Due to the confidentiality requirements of related non-disclosure agreements, and the number of parties that have received such statements, all of the recipients of such information may not be listed in response to this question. Moreover, as a public company, the Debtors' financial statements are publicly available.

Statement 28. As disclosed in the Schedule 14A Proxy Statement filed on April 14, 2022, Dreamer Pathway Limited (BVI) ("Dreamer Pathway"), Shiningwine Limited (BVI) ("Shiningwine"), and Dream Catcher Investments ("Dreamcatcher" and collectively with Dreamer Pathway and Shiningwine, the "Shining Capital Affiliates") each directly own shares of Winc, Inc. Shining Capital Holdings II L.P. and Shining Capital Management III Limited (together, "Shining Capital"), act as the investment managers for Shining Capital Affiliates. Xiangwei Weng is a director of Winc, Inc. and founder and Chief Executive Officer of Shining Capital. Mr. Weng may be deemed to have voting and investment control over the shares held by Shining Capital Affiliates. The business address of Shining Capital and Shining Capital Affiliates is Suite 8101, Level 81, International Commerce Centre, 1 Austin Road West Kowloon, Hong Kong, Hong Kong.

Fill in this information to identify the case:

Debtor	Winc, Inc.
United States Bankruptcy Court for the:	District of Delaware
Case number (if known)	22-11238

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**

None

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None

			Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
FROM THE BEGINNING OF THE FISCAL YEAR TO FILING DATE:	From 1/1/2022	To 11/30/2022	INSURANCE CLAIM	\$37,201.78
FROM THE BEGINNING OF THE FISCAL YEAR TO FILING DATE:	From 1/1/2022	To 11/30/2022	SUB LEASE RENT	\$1,206,425.71
FOR PRIOR YEAR:	From 1/1/2021	To 12/31/2021	INTEREST INCOME	\$45.72
FOR PRIOR YEAR:	From 1/1/2021	To 12/31/2021	INTEREST ON PROMISSORY NOTES	\$38,178.98
FOR PRIOR YEAR:	From 1/1/2021	To 12/31/2021	OTHER INCOME	\$1,376,556.28
FOR PRIOR YEAR:	From 1/1/2021	To 12/31/2021	SUB LEASE RENT	\$1,261,067.13
FOR THE YEAR BEFORE THAT:	From 1/1/2020	To 12/31/2020	INTEREST INCOME	\$544.32
FOR THE YEAR BEFORE THAT:	From 1/1/2020	To 12/31/2020	SUB LEASE RENT	\$624,946.03

Part 2: List Certain Transfers Made Before Filing for Bankruptcy**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/1/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
	10/17/2022	\$9,951.73	VENDOR
	TOTAL FOR	\$9,951.73	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
8020 CONSULTING LLC 6303 OWENS MOUTH AVE., 6TH FLOOR WOODLAND HILLS, CA 91367	09/02/2022 09/16/2022 09/23/2022 10/21/2022 11/10/2022	\$8,640.00 \$20,790.00 \$10,800.00 \$10,260.00 \$35,640.00	PROFESSIONAL SERVICES PROFESSIONAL SERVICES PROFESSIONAL SERVICES PROFESSIONAL SERVICES PROFESSIONAL SERVICES
	TOTAL FOR 8020 CONSULTING LLC	\$86,130.00	
AMERICAN STOCK TRANSFER & TRUST COMPANY LLC 6201 15TH AVENUE BROOKLYN, NY 11219	10/07/2022 11/22/2022	\$10,567.75 \$2,369.00	VENDOR VENDOR
	TOTAL FOR AMERICAN STOCK TRANSFER & TRUST COMPANY LLC	\$12,936.75	
AWESOME OS, INC. (OFFSOURCING, INC) 8605 SANTA MONICA BLVD 30540 LOS ANGELES, CA 90069	09/02/2022 09/16/2022 11/10/2022	\$60,889.49 \$61,734.85 \$62,480.80	VENDOR VENDOR VENDOR
	TOTAL FOR AWESOME OS, INC. (OFFSOURCING, INC)	\$185,105.14	
BAHRI CREATIVE LLC 534 METROPOLITAN AVE APT 2 BROOKLYN, NY 11211	09/23/2022 09/30/2022	\$8,000.00 \$6,500.00	VENDOR VENDOR
	TOTAL FOR BAHRI CREATIVE LLC	\$14,500.00	
BAKER TILLY US, LLP PO BOX 7398 MADISON, WI 53707-7398	09/16/2022 09/23/2022 11/14/2022 11/30/2022 11/30/2022	\$24,840.00 \$28,965.00 \$83,984.00 \$11,920.00 \$11,920.00	PROFESSIONAL SERVICES PROFESSIONAL SERVICES PROFESSIONAL SERVICES PROFESSIONAL SERVICES PROFESSIONAL SERVICES
	TOTAL FOR BAKER TILLY US, LLP	\$161,629.00	
BREX INC. 153 TOWNSEND STREET, 6TH FLOOR SAN FRANCISCO, CA 94107	09/22/2022	\$1,318,425.22	VENDOR
	TOTAL FOR BREX INC.	\$1,318,425.22	
CLOUDFLARE, INC 101 TOWNSEND STREET SAN FRANCISCO, CA 94107	09/09/2022 10/07/2022 11/22/2022	\$5,000.00 \$5,000.00 \$5,000.00	SOFTWARE & SUBSCRIPTIONS SOFTWARE & SUBSCRIPTIONS SOFTWARE & SUBSCRIPTIONS
	TOTAL FOR CLOUDFLARE, INC	\$15,000.00	
CNA INSURANCE 151 N. FRANKLIN ST. 12TH FL CHICAGO, IL 60606	10/21/2022	\$56,433.47	INSURANCE
	TOTAL FOR CNA INSURANCE	\$56,433.47	
COMEX CONSULTING, SL PLAZA CASTELLINI NO 9, 10 IZQ. CARTAGENA, MURCIA 30201 SPAIN	09/16/2022 10/17/2022	\$36,169.30 \$35,558.47	PROFESSIONAL SERVICES PROFESSIONAL SERVICES
	TOTAL FOR COMEX CONSULTING, SL	\$71,727.77	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
CONCUR TECHNOLOGIES, INC. 601 108TH AVENUE NE SUITE 1000 BELLEVUE, WA 98004	11/10/2022	\$12,122.60	VENDOR
TOTAL FOR CONCUR TECHNOLOGIES, INC.		\$12,122.60	
CONEXUS SEARCH LLC 5151 CALIFORNIA AVE, SUITE 100 IRVINE, CA 92617	09/16/2022 09/23/2022 10/21/2022 11/10/2022	\$22,443.75 \$43,305.63 \$10,811.25 \$14,615.63	VENDOR
TOTAL FOR CONEXUS SEARCH LLC		\$91,176.26	
D2M PARTNERS LLC 12885 SHERBROOKE DR FRISCO, TX 75035	09/16/2022 10/07/2022	\$6,475.00 \$1,110.00	PROFESSIONAL SERVICES
TOTAL FOR D2M PARTNERS LLC		\$7,585.00	
DATASITE LLC 733 S. MARQUETTE AVE, SUITE 600 MINNEAPOLIS, MN 55402	09/23/2022 10/21/2022	\$13,332.86 \$15,293.38	VENDOR
TOTAL FOR DATASITE LLC		\$28,626.24	
DONNELLEY FINANCIAL SOLUTIONS P.O. BOX 842282 BOSTON, MA 02284-2282	10/21/2022	\$58,500.00	PROFESSIONAL SERVICES
TOTAL FOR DONNELLEY FINANCIAL SOLUTIONS		\$58,500.00	
GOOGLE, INC DEPT. 33654 P.O. BOX 39000 SAN FRANCISCO, CA 94139	09/09/2022 10/07/2022	\$71,211.92 \$55,381.63	VENDOR
TOTAL FOR GOOGLE, INC		\$126,593.55	
GRIN TECHNOLOGIES, INC. 400 CAPITOL MALL STE 900 SACRAMENTO, CA 95814	09/02/2022	\$31,618.00	VENDOR
TOTAL FOR GRIN TECHNOLOGIES, INC.		\$31,618.00	
IMA FINANCIAL GROUP, INC. 430 E. DOUGLAS, SUITE 400 WICHITA, KS 67202	11/18/2022 11/29/2022	\$1,285,575.00 \$1,133,000.00	PROFESSIONAL SERVICES
TOTAL FOR IMA FINANCIAL GROUP, INC.		\$2,418,575.00	
IMPACT TECH, INC. 223 EAST DE LA GUERRA SANTA BARBARA, CA 93101	09/02/2022 09/09/2022 10/07/2022	\$11,250.00 \$87,605.73 \$94,831.38	VENDOR
TOTAL FOR IMPACT TECH, INC.		\$193,687.11	
INSIGHT RESOURCE GROUP 3468 MT. DIABLO BLVD B120 SUITE B120 LAFAYETTE, CA 94549	09/23/2022	\$20,099.93	VENDOR
TOTAL FOR INSIGHT RESOURCE GROUP		\$20,099.93	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
IR VOLT, LLC 333 LAS OLAS WAY CU 1 FORT LAUDERDALE, FL 33301	09/23/2022 10/07/2022	\$49,178.00 \$350.00	VENDOR
	TOTAL FOR IR VOLT, LLC	\$49,528.00	
JLT CONSULTING SERVICES LLC 39516 GLENN GLADE CHAPEL HILL, NC 27517	09/20/2022 09/30/2022 10/13/2022 11/07/2022	\$45,000.00 \$45,000.00 \$11,610.02 \$45,000.00	PROFESSIONAL SERVICES PROFESSIONAL SERVICES PROFESSIONAL SERVICES PROFESSIONAL SERVICES
	TOTAL FOR JLT CONSULTING SERVICES LLC	\$146,610.02	
KONICA MINOLTA BUSINESS SOLUTIONS U.S.A., INC. 100 WILLIAMS DRIVE RAMSEY, NJ 07446	09/09/2022 09/16/2022 09/23/2022	\$1,204.97 \$2,278.50 \$6,258.73	VENDOR
	TOTAL FOR KONICA MINOLTA BUSINESS SOLUTIONS U.S.A., INC.	\$9,742.20	
LATHAM & WATKINS LLP 555 WEST FIFTH STREET, STE 300 LOS ANGELES, CA 90013-1010	09/16/2022 11/30/2022	\$34,957.70 \$385,780.00	PROFESSIONAL SERVICES PROFESSIONAL SERVICES
	TOTAL FOR LATHAM & WATKINS LLP	\$420,737.70	
LOS FIELDS, INC (F.K.A NATURAL MERCHANTS, INC) 560-A NE F ST SUITE 330 GRANTS PASS, OR 97526	09/15/2022 10/17/2022	\$159,809.10 \$145,281.00	VENDOR
	TOTAL FOR LOS FIELDS, INC (F.K.A NATURAL MERCHANTS, INC)	\$305,090.10	
LOWITZ AND SONS, INC. 811 WEST EVERGREEN SUITE 402 CHICAGO, IL 60622	09/23/2022	\$12,146.00	VENDOR
	TOTAL FOR LOWITZ AND SONS, INC.	\$12,146.00	
META PLATFORMS, INC FACEBOOK, INC ATTN: ACCOUNTS RECEIVABLE 15161 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	09/09/2022 10/07/2022	\$128,199.96 \$25,499.42	VENDOR
	TOTAL FOR META PLATFORMS, INC	\$153,699.38	
OPTIMOVE INC. 217 WEST 21 ST., 2ND FLOOR NEW YORK, NY 10011	09/23/2022	\$30,000.00	SOFTWARE & SUBSCRIPTIONS
	TOTAL FOR OPTIMOVE INC.	\$30,000.00	
ORACLE AMERICA, INC PO BOX 44471 SAN FRANCISCO, CA 94144	10/07/2022	\$51,822.38	VENDOR
	TOTAL FOR ORACLE AMERICA, INC	\$51,822.38	
ORACLE AMERICA, INC. (NETSUITE) 2955 CAMPUS DRIVE SUITE 100 SAN MATEO, CA 94403-2511	09/23/2022 11/22/2022	\$24,495.10 \$2,692.80	VENDOR
	TOTAL FOR ORACLE AMERICA, INC. (NETSUITE)	\$27,187.90	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
POWER DIGITAL MARKETING, INC. 2251 SAN DIEGO AVENUE SUITE A250 SAN DIEGO, CA 92110	09/23/2022 10/07/2022	\$48,500.00 \$48,500.00	VENDOR
TOTAL FOR POWER DIGITAL MARKETING, INC.		\$97,000.00	
ROSENSTEIN HENRY, LLC 371 SPRING PARK ROAD CAMARILLO, CA 93012	09/09/2022 10/07/2022 10/13/2022	\$20,332.87 \$21,975.37 \$567.67	PROFESSIONAL SERVICES
TOTAL FOR ROSENSTEIN HENRY, LLC		\$42,875.91	
SOFTWAREONE, INC. 20875 CROSSROADS CIRCLE, SUITE 1 WAUKESHA, WI 53186	09/02/2022 10/07/2022 11/22/2022	\$15,111.81 \$13,960.62 \$27,736.92	VENDOR
TOTAL FOR SOFTWAREONE, INC.		\$56,809.35	
STEVEN ANDREW BERO ADDRESS AVAILABLE UPON REQUEST	09/09/2022 09/16/2022 09/23/2022 10/07/2022 10/21/2022	\$1,500.00 \$900.00 \$2,002.50 \$2,115.00 \$2,250.00	VENDOR
TOTAL FOR STEVEN ANDREW BERO		\$8,767.50	
THE GUARDIAN LIFE INSURANCE COMPANY OF AMERICA P.O. BOX 826486 PHILADELPHIA, PA 19182-6486	09/09/2022 10/31/2022 11/10/2022	\$7,706.87 \$7,593.87 \$7,590.70	INSURANCE
TOTAL FOR THE GUARDIAN LIFE INSURANCE COMPANY OF AMERICA		\$22,891.44	
THE SISTER STUDIO INC. 415 KINGS LANDING ROCKWALL, TX 75032	09/23/2022	\$32,500.00	VENDOR
TOTAL FOR THE SISTER STUDIO INC.		\$32,500.00	
UNITED HEALTHCARE INSURANCE COMPANY UNITED HEALTH CARE DEPT. 846940 LOS ANGELES, CA 90084-6940	09/09/2022 10/07/2022 11/10/2022	\$56,474.14 \$59,930.89 \$57,080.03	INSURANCE
TOTAL FOR UNITED HEALTHCARE INSURANCE COMPANY		\$173,485.06	
WEST LA VENTURE COMMONWEALTH LLC (WEST LA ALLA COMMONWEALTH LLC) PO BOX 741167 LOS ANGELES, CA 90074-1167	09/09/2022 10/07/2022	\$114,170.16 \$112,092.80	RENT
TOTAL FOR WEST LA VENTURE COMMONWEALTH LLC (WEST LA ALLA COMMONWEALTH LLC)		\$226,262.96	
WOODRUFF-SAWYER & CO. 50 CALIFORNIA STREET, 12TH FLOOR SAN FRANCISCO, CA 94111	10/21/2022	\$108,326.87	PROFESSIONAL SERVICES
TOTAL FOR WOODRUFF-SAWYER & CO.		\$108,326.87	
GRAND TOTAL:		\$6,895,905.54	

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/1/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates ; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
ALESIA PINNEY 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	06/09/2022	\$152,764.04	EQUITY GRANT
Relationship to Debtor DIRECTOR			
	TOTAL FOR ALESIA PINNEY	\$152,764.04	
AZUR ASSOCIATES 2151 MAIN ST., STE C NAPA, CA 94559	12/31/2021 02/04/2022 04/08/2022	\$3,740.00 \$3,405.00 \$2,225.00	EXPENSE REIMBURSEMENT EXPENSE REIMBURSEMENT EXPENSE REIMBURSEMENT
Relationship to Debtor AFFILIATED WITH PATRICK DELONG (DIRECTOR)			
	TOTAL FOR AZUR ASSOCIATES	\$9,370.00	
BRIAN SMITH 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	11/30/2021 11/30/2021 12/15/2021 12/15/2021 12/31/2021 12/31/2021 12/31/2021 01/14/2022 01/14/2022 01/27/2022 01/31/2022 01/31/2022 02/15/2022 02/15/2022 02/15/2022 02/28/2022 02/28/2022 03/15/2022 03/15/2022 03/31/2022 03/31/2022 04/15/2022 04/15/2022 04/29/2022 04/29/2022 05/13/2022 05/13/2022 05/31/2022 05/31/2022 06/15/2022 06/15/2022 06/30/2022	\$75.00 \$12,600.08 \$40.00 \$12,600.08 \$75.00 \$12,600.00 \$36,687.16 \$40.00 \$12,600.00 \$242,630.94 \$75.00 \$12,600.00 \$90,720.00 \$40.00 \$12,300.41 \$75.00 \$12,500.00 \$40.00 \$12,500.41 \$75.00 \$12,500.00 \$40.00 \$12,500.41 \$75.00 \$12,500.00 \$40.00 \$12,500.00 \$75.00	CELL REIMBURSEMENT SALARY INTERNET REIMBURSEMENT SALARY CELL REIMBURSEMENT SALARY STIPEND INTERNET REIMBURSEMENT SALARY EQUITY GRANT CELL REIMBURSEMENT SALARY BONUS INTERNET REIMBURSEMENT SALARY CELL REIMBURSEMENT SALARY INTERNET REIMBURSEMENT SALARY CELL REIMBURSEMENT SALARY INTERNET REIMBURSEMENT SALARY INTERNET REIMBURSEMENT SALARY CELL REIMBURSEMENT SALARY INTERNET REIMBURSEMENT SALARY INTERNET REIMBURSEMENT SALARY CELL REIMBURSEMENT
Relationship to Debtor INTERIM CEO, PRESIDENT AND SECRETARY			

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
	06/30/2022	\$7,856.48	COMM EXPENSE
	06/30/2022	\$12,500.41	SALARY
	07/15/2022	\$40.00	INTERNET REIMBURSEMENT
	07/15/2022	\$12,500.00	SALARY
	07/29/2022	\$75.00	CELL REIMBURSEMENT
	07/29/2022	\$5,894.80	COMM EXPENSE
	07/29/2022	\$12,500.41	SALARY
	08/12/2022	\$642.92	EXPENSE REIMBURSEMENT
	08/15/2022	\$7,275.83	COMM EXPENSE
	08/15/2022	\$40.00	INTERNET REIMBURSEMENT
	08/15/2022	\$12,500.00	SALARY
	08/31/2022	\$75.00	CELL REIMBURSEMENT
	08/31/2022	\$12,500.00	SALARY
	09/15/2022	\$40.00	INTERNET REIMBURSEMENT
	09/15/2022	\$12,500.41	SALARY
	09/30/2022	\$75.00	CELL REIMBURSEMENT
	09/30/2022	\$12,500.00	SALARY
	10/14/2022	\$40.00	INTERNET REIMBURSEMENT
	10/14/2022	\$12,500.00	SALARY
	10/31/2022	\$75.00	CELL REIMBURSEMENT
	10/31/2022	\$6,025.79	COMM EXPENSE
	10/31/2022	\$12,500.00	SALARY
	11/04/2022	\$6,866.75	EXPENSE REIMBURSEMENT
	11/15/2022	\$40.00	INTERNET REIMBURSEMENT
	11/15/2022	\$12,500.00	SALARY
	11/30/2022	\$75.00	CELL REIMBURSEMENT
	11/30/2022	\$12,500.00	SALARY
TOTAL FOR BRIAN SMITH		\$718,859.11	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
CAROL BRAULT 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	11/30/2021	\$75.00	CELL REIMBURSEMENT
	11/30/2021	\$10,416.66	SALARY
	12/10/2021	\$1,001.74	EXPENSE REIMBURSEMENT
Relationship to Debtor CHIEF FINANCIAL OFFICER	12/15/2021	\$40.00	INTERNET REIMBURSEMENT
	12/15/2021	\$10,416.66	SALARY
	12/31/2021	\$75.00	CELL REIMBURSEMENT
	12/31/2021	\$10,416.66	SALARY
	01/14/2022	\$89.34	ACCOUNT REIMBURSEMENT
	01/14/2022	\$40.00	INTERNET REIMBURSEMENT
	01/14/2022	\$10,416.66	SALARY
	01/27/2022	\$235,700.51	EQUITY GRANT
	01/31/2022	\$75.00	CELL REIMBURSEMENT
	01/31/2022	\$10,416.66	SALARY
	02/15/2022	\$75,000.00	BONUS
	02/15/2022	\$40.00	INTERNET REIMBURSEMENT
	02/15/2022	\$11,041.66	SALARY
	02/15/2022	\$1,250.00	SALARY
	02/28/2022	\$600.00	BONUS
	02/28/2022	\$75.00	CELL REIMBURSEMENT
	02/28/2022	\$11,399.38	SALARY
	03/15/2022	\$40.00	INTERNET REIMBURSEMENT
	03/15/2022	\$11,041.66	SALARY
	03/31/2022	\$75.00	CELL REIMBURSEMENT
	03/31/2022	\$11,041.66	SALARY
	04/01/2022	\$106.72	EXPENSE REIMBURSEMENT
	04/15/2022	\$40.00	INTERNET REIMBURSEMENT
	04/15/2022	\$11,041.66	SALARY
	04/29/2022	\$75.00	CELL REIMBURSEMENT
	04/29/2022	\$11,041.66	SALARY
	05/13/2022	\$50.00	ACCOUNT REIMBURSEMENT
	05/13/2022	\$40.00	INTERNET REIMBURSEMENT
	05/13/2022	\$11,041.66	SALARY
	05/31/2022	\$75.00	CELL REIMBURSEMENT
	05/31/2022	\$11,041.66	SALARY
	06/15/2022	\$50.00	ACCOUNT REIMBURSEMENT
	06/15/2022	\$40.00	INTERNET REIMBURSEMENT
	06/15/2022	\$11,041.66	SALARY
	06/30/2022	\$75.00	CELL REIMBURSEMENT
	06/30/2022	\$11,041.66	SALARY
	07/15/2022	\$40.00	INTERNET REIMBURSEMENT
	07/15/2022	\$11,041.66	SALARY
	07/29/2022	\$75.00	CELL REIMBURSEMENT
	07/29/2022	\$11,041.66	SALARY
	08/15/2022	\$40.00	INTERNET REIMBURSEMENT
	08/15/2022	\$11,041.66	SALARY
	08/31/2022	\$75.00	CELL REIMBURSEMENT
	08/31/2022	\$11,041.66	SALARY
	09/06/2022	\$51,300.00	EQUITY GRANT
	09/15/2022	\$40.00	INTERNET REIMBURSEMENT
	09/15/2022	\$11,041.66	SALARY
	09/30/2022	\$75.00	CELL REIMBURSEMENT
	09/30/2022	\$11,041.66	SALARY
	10/14/2022	\$40.00	INTERNET REIMBURSEMENT

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
	10/14/2022	\$11,041.66	SALARY
	10/31/2022	\$75.00	CELL REIMBURSEMENT
	10/31/2022	\$11,041.66	SALARY
	11/15/2022	\$40.00	INTERNET REIMBURSEMENT
	11/15/2022	\$11,041.66	SALARY
	11/30/2022	\$75.00	CELL REIMBURSEMENT
	11/30/2022	\$11,041.66	SALARY
TOTAL FOR CAROL BRAULT		\$639,877.53	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
ERIN GREEN 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	11/30/2021	\$75.00	CELL REIMBURSEMENT
	11/30/2021	\$10,416.66	SALARY
	12/15/2021	\$40.00	INTERNET REIMBURSEMENT
Relationship to Debtor CHIEF OPERATING OFFICER	12/15/2021	\$10,416.66	SALARY
	12/31/2021	\$75.00	CELL REIMBURSEMENT
	12/31/2021	\$10,416.66	SALARY
	01/14/2022	\$40.00	INTERNET REIMBURSEMENT
	01/14/2022	\$10,416.66	SALARY
	01/27/2022	\$225,301.87	EQUITY GRANT
	01/31/2022	\$1,000.00	BONUS
	01/31/2022	\$75.00	CELL REIMBURSEMENT
	01/31/2022	\$596.17	GROSS UP
	01/31/2022	\$10,416.66	SALARY
	02/15/2022	\$75,000.00	BONUS
	02/15/2022	\$40.00	INTERNET REIMBURSEMENT
	02/15/2022	\$10,416.66	SALARY
	02/28/2022	\$75.00	CELL REIMBURSEMENT
	02/28/2022	\$10,416.66	SALARY
	03/15/2022	\$40.00	INTERNET REIMBURSEMENT
	03/15/2022	\$10,416.66	SALARY
	03/31/2022	\$75.00	CELL REIMBURSEMENT
	03/31/2022	\$10,416.66	SALARY
	04/15/2022	\$40.00	INTERNET REIMBURSEMENT
	04/15/2022	\$10,416.66	SALARY
	04/29/2022	\$75.00	CELL REIMBURSEMENT
	04/29/2022	\$10,416.66	SALARY
	05/13/2022	\$40.00	INTERNET REIMBURSEMENT
	05/13/2022	\$10,416.66	SALARY
	05/31/2022	\$75.00	CELL REIMBURSEMENT
	05/31/2022	\$10,416.66	SALARY
	06/15/2022	\$40.00	INTERNET REIMBURSEMENT
	06/15/2022	\$10,416.66	SALARY
	06/30/2022	\$75.00	CELL REIMBURSEMENT
	06/30/2022	\$10,416.66	SALARY
	07/15/2022	\$40.00	INTERNET REIMBURSEMENT
	07/15/2022	\$10,416.66	SALARY
	07/29/2022	\$75.00	CELL REIMBURSEMENT
	07/29/2022	\$10,416.66	SALARY
	08/15/2022	\$40.00	INTERNET REIMBURSEMENT
	08/15/2022	\$10,416.66	SALARY
	08/31/2022	\$75.00	CELL REIMBURSEMENT
	08/31/2022	\$10,416.66	SALARY
	09/06/2022	\$57,000.00	EQUITY GRANT
	09/09/2022	\$200.00	EXPENSE REIMBURSEMENT
	09/15/2022	\$40.00	INTERNET REIMBURSEMENT
	09/15/2022	\$10,416.66	SALARY
	09/30/2022	\$75.00	CELL REIMBURSEMENT
	09/30/2022	\$10,416.66	SALARY
	10/14/2022	\$40.00	INTERNET REIMBURSEMENT
	10/14/2022	\$10,416.66	SALARY
	10/31/2022	\$75.00	CELL REIMBURSEMENT
	10/31/2022	\$10,416.66	SALARY
	11/15/2022	\$40.00	INTERNET REIMBURSEMENT

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
	11/15/2022	\$10,416.66	SALARY
	11/30/2022	\$75.00	CELL REIMBURSEMENT
	11/30/2022	\$200.00	EXPENSE REIMBURSEMENT
	11/30/2022	\$10,416.66	SALARY
TOTAL FOR ERIN GREEN		\$621,169.54	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
GEOFFREY MCFARLANE 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	11/30/2021	\$125.00	CELL REIMBURSEMENT
	11/30/2021	\$12,600.08	SALARY
	12/15/2021	\$40.00	INTERNET REIMBURSEMENT
Relationship to Debtor DIRECTOR AND FORMER CEO	12/15/2021	\$12,600.08	SALARY
	12/31/2021	\$125.00	CELL REIMBURSEMENT
	12/31/2021	\$12,600.00	SALARY
	12/31/2021	\$67,104.54	STIPEND
	01/14/2022	\$40.00	INTERNET REIMBURSEMENT
	01/14/2022	\$12,600.08	SALARY
	01/27/2022	\$242,630.94	EQUITY GRANT
	01/31/2022	\$125.00	CELL REIMBURSEMENT
	01/31/2022	\$12,600.00	SALARY
	02/15/2022	\$90,720.00	BONUS
	02/15/2022	\$40.00	INTERNET REIMBURSEMENT
	02/15/2022	\$12,300.41	SALARY
	02/28/2022	\$125.00	CELL REIMBURSEMENT
	02/28/2022	\$12,500.41	SALARY
	03/15/2022	\$40.00	INTERNET REIMBURSEMENT
	03/15/2022	\$12,500.41	SALARY
	03/31/2022	\$125.00	CELL REIMBURSEMENT
	03/31/2022	\$12,500.41	SALARY
	04/15/2022	\$40.00	INTERNET REIMBURSEMENT
	04/15/2022	\$12,500.41	SALARY
	04/29/2022	\$125.00	CELL REIMBURSEMENT
	04/29/2022	\$12,500.00	SALARY
	05/13/2022	\$40.00	INTERNET REIMBURSEMENT
	05/13/2022	\$12,500.41	SALARY
	05/31/2022	\$125.00	CELL REIMBURSEMENT
	05/31/2022	\$12,500.00	SALARY
	06/15/2022	\$40.00	INTERNET REIMBURSEMENT
	06/15/2022	\$12,500.41	SALARY
	06/30/2022	\$125.00	CELL REIMBURSEMENT
	06/30/2022	\$9,818.06	COMM EXPENSE
	06/30/2022	\$12,500.41	SALARY
	07/15/2022	\$40.00	INTERNET REIMBURSEMENT
	07/15/2022	\$12,500.00	SALARY
	07/29/2022	\$125.00	CELL REIMBURSEMENT
	07/29/2022	\$9,000.00	COMM EXPENSE
	07/29/2022	\$12,500.41	SALARY
	08/15/2022	\$6,947.47	COMM EXPENSE
	08/15/2022	\$40.00	INTERNET REIMBURSEMENT
	08/15/2022	\$12,500.00	SALARY
	08/31/2022	\$125.00	CELL REIMBURSEMENT
	08/31/2022	\$12,500.00	SALARY
	09/15/2022	\$40.00	INTERNET REIMBURSEMENT
	09/15/2022	\$-400.92	MISC
	09/15/2022	\$12,500.41	SALARY
	09/22/2022	\$767.60	EXPENSE REIMBURSEMENT
	09/27/2022	\$125.00	CELL REIMBURSEMENT
	09/27/2022	\$2,273.06	SALARY
TOTAL FOR GEOFFREY MCFARLANE		\$680,940.09	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
LAURA JOUKOVSKI 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	06/09/2022	\$152,764.04	EQUITY GRANT
Relationship to Debtor DIRECTOR			
	TOTAL FOR LAURA JOUKOVSKI	\$152,764.04	
MARY PAT THOMPSON 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	06/09/2022	\$173,133.61	EQUITY GRANT
Relationship to Debtor DIRECTOR			
	TOTAL FOR MARY PAT THOMPSON	\$173,133.61	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
MATTHEW THELEN 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	11/30/2021	\$75.00	CELL REIMBURSEMENT
	11/30/2021	\$10,416.66	SALARY
	12/10/2021	\$514.63	EXPENSE REIMBURSEMENT
Relationship to Debtor FORMER CHIEF STRATEGY OFFICER, GENERAL COUNSEL AND SECRETARY	12/15/2021	\$33.67	ACCOUNT REIMBURSEMENT
	12/15/2021	\$40.00	INTERNET REIMBURSEMENT
	12/15/2021	\$10,416.66	SALARY
	12/31/2021	\$75.00	CELL REIMBURSEMENT
	12/31/2021	\$10,416.66	SALARY
	01/14/2022	\$48.40	ACCOUNT REIMBURSEMENT
	01/14/2022	\$40.00	INTERNET REIMBURSEMENT
	01/14/2022	\$10,416.66	SALARY
	01/27/2022	\$225,301.87	EQUITY GRANT
	01/31/2022	\$75.00	CELL REIMBURSEMENT
	01/31/2022	\$10,416.66	SALARY
	02/15/2022	\$50.00	ACCOUNT REIMBURSEMENT
	02/15/2022	\$75,000.00	BONUS
	02/15/2022	\$40.00	INTERNET REIMBURSEMENT
	02/15/2022	\$10,416.66	SALARY
	02/28/2022	\$75.00	CELL REIMBURSEMENT
	02/28/2022	\$10,416.66	SALARY
	03/15/2022	\$50.00	ACCOUNT REIMBURSEMENT
	03/15/2022	\$40.00	INTERNET REIMBURSEMENT
	03/15/2022	\$10,416.66	SALARY
	03/31/2022	\$75.00	CELL REIMBURSEMENT
	03/31/2022	\$10,416.66	SALARY
	04/15/2022	\$40.00	INTERNET REIMBURSEMENT
	04/15/2022	\$10,416.66	SALARY
	04/29/2022	\$75.00	CELL REIMBURSEMENT
	04/29/2022	\$10,416.66	SALARY
	05/13/2022	\$50.00	ACCOUNT REIMBURSEMENT
	05/13/2022	\$40.00	INTERNET REIMBURSEMENT
	05/13/2022	\$10,416.66	SALARY
	05/31/2022	\$75.00	CELL REIMBURSEMENT
	05/31/2022	\$10,416.66	SALARY
	06/15/2022	\$50.00	ACCOUNT REIMBURSEMENT
	06/15/2022	\$40.00	INTERNET REIMBURSEMENT
	06/15/2022	\$10,416.66	SALARY
	06/30/2022	\$75.00	CELL REIMBURSEMENT
	06/30/2022	\$10,416.66	SALARY
	07/15/2022	\$1,428.96	EXPENSE REIMBURSEMENT
	07/15/2022	\$40.00	INTERNET REIMBURSEMENT
	07/15/2022	\$10,416.66	SALARY
	07/29/2022	\$75.00	CELL REIMBURSEMENT
	07/29/2022	\$10,416.66	SALARY
	08/15/2022	\$40.00	INTERNET REIMBURSEMENT
	08/15/2022	\$10,416.66	SALARY
	08/31/2022	\$75.00	CELL REIMBURSEMENT
	08/31/2022	\$4,614.75	SALARY
	09/11/2022	\$58,950.00	EQUITY GRANT
	09/15/2022	\$38.54	ACCOUNT REIMBURSEMENT
	09/15/2022	\$40.00	INTERNET REIMBURSEMENT
	09/15/2022	\$7,188.94	SALARY
	09/30/2022	\$75.00	CELL REIMBURSEMENT

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
	09/30/2022	\$7,188.94	SALARY
	10/14/2022	\$50.00	ACCOUNT REIMBURSEMENT
	10/14/2022	\$40.00	INTERNET REIMBURSEMENT
	10/14/2022	\$6,535.40	SALARY
	10/17/2022	\$4,462.13	EXPENSE REIMBURSEMENT
	10/31/2022	\$1,100.00	BONUS
	10/31/2022	\$75.00	CELL REIMBURSEMENT
	10/31/2022	\$18,179.20	SALARY
	11/04/2022	\$623.82	EXPENSE REIMBURSEMENT
	11/09/2022	\$40.00	INTERNET REIMBURSEMENT
	11/09/2022	\$3,787.19	SALARY
TOTAL FOR MATTHEW THELEN		\$604,126.32	
PATRICK DELONG 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	06/09/2022	\$152,764.04	EQUITY GRANT
Relationship to Debtor DIRECTOR			
TOTAL FOR PATRICK DELONG		\$152,764.04	
XIANGWEI WENG 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	06/09/2022	\$152,764.04	EQUITY GRANT
Relationship to Debtor DIRECTOR			
TOTAL FOR XIANGWEI WENG		\$152,764.04	
GRAND TOTAL:		\$4,058,532.36	

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity within 1 year before filing this case.

None

Case title	Nature of case	Court or agency's name and address	Status of case
PAUL HOBBS IMPORTS INC. AND WINC, INC. V. VERITY WINES LLC, ROSENTHAL & ROSENTHAL, INC., TRINITY BEVERAGE GROUP, LLC, HILL FLYNN AND MIKE BELL	ALLEGED FAILURE TO PAY AND FRAUDULENT TRANSFER OF GOODS	UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK 500 PEARL STREET NEW YORK, NY 10007	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Case number
21-CV-10597

(Name)

Case title	Nature of case	Court or agency's name and address	Status of case
PEDRO MARTINEZ V. WINC, INC. Case number 20-CV-6294	ALLEGED FAILURE TO COMPLY WITH TITLE III OF THE AMERICANS WITH DISABILITIES ACT	UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF NEW YORK 225 CADMAN PLAZA EAST BROOKLYN, NY 11201	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
STEPHEN GIANNAROS V. WINC, INC. Case number 21-CV-10494-RGS	ALLEGED FAILURE TO COMPLY WITH TITLE III OF THE AMERICANS WITH DISABILITIES ACT	UNITED STATES DISTRICT COURT, DISTRICT OF MASSACHUSETTS 1 COURTHOUSE WAY BOSTON, MA 02210	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
YENSY CONTRERAS V. WINC, INC. Case number 21-CV-9207-PA	ALLEGED FAILURE TO COMPLY WITH TITLE III OF THE AMERICANS WITH DISABILITIES ACT	UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK 500 PEARL STREET NEW YORK, NY 10007	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**

None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
ASIAN AMERICAN LEGAL DEFENSE & EDUCATION FUND 99 HUDSON ST, 12TH FL NEW YORK, NY 10013	DONATION FOR SOCIAL JUSTICE CAUSES	5/1/2021	\$10,000.00
Recipient's relationship to debtor N/A			
LGBTQ VICTORY INSTITUTE 1225 I (EYE) STREET NW, SUITE 525 WASHINGTON, DC 20005	DONATION FOR SOCIAL JUSTICE CAUSES	6/1/2021	\$10,000.00
Recipient's relationship to debtor N/A			
CARBON UNDERGROUND 8800 VENICE BLVD SUITE 322 LOS ANGELES, CA 90034	DONATION FOR ENVIRONMENTAL CAUSES	10/1/2021	\$25,989.00
Recipient's relationship to debtor N/A			
EARTH LEAGUE INTERNATIONAL PO BOX 661623 LOS ANGELES, CA 90066	DONATION FOR ENVIRONMENTAL CAUSES	10/1/2021	\$15,000.00
Recipient's relationship to debtor N/A			
SRI LANKA WILDLIFE CONSERVATION SOCIETY 20 RIVER ROAD, SUITE A NUTLEY, NJ 07110	DONATION FOR ENVIRONMENTAL CAUSES	10/1/2021	\$15,000.00
Recipient's relationship to debtor N/A			

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**

None

(Name)

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets - Real and Personal Property).	Date of loss	Value of property lost
SHORTAGE/PILFERAGE	\$38,208.18	2/18/2022	\$38,208.18

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or
CANACCORD GENUITY LLC 535 MADISON AVE NEW YORK, NY 10022		3/25/2022	\$50,000.00
Email or website address HTTPS://WWW.CANACCORDGENUITY.COM/			
CANACCORD GENUITY LLC 535 MADISON AVE NEW YORK, NY 10022		6/13/2022	\$25,000.00
Email or website address HTTPS://WWW.CANACCORDGENUITY.COM/			
CANACCORD GENUITY LLC 535 MADISON AVE NEW YORK, NY 10022		9/16/2022	\$25,000.00
Email or website address HTTPS://WWW.CANACCORDGENUITY.COM/			
CANACCORD GENUITY LLC 535 MADISON AVE NEW YORK, NY 10022		11/30/2022	\$175,000.00
Email or website address HTTPS://WWW.CANACCORDGENUITY.COM/			
CANACCORD GENUITY LLC 535 MADISON AVE NEW YORK, NY 10022		11/30/2022	\$175,000.00
Email or website address HTTPS://WWW.CANACCORDGENUITY.COM/			
EPIQ SYSTEMS ACQUISITION INC 777 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10017		11/15/2022	\$10,000.00
Email or website address HTTPS://WWW.EPIQGLOBAL.COM/EN-US			
EPIQ SYSTEMS ACQUISITION INC 777 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10017		11/29/2022	\$10,000.00
Email or website address HTTPS://WWW.EPIQGLOBAL.COM/EN-US			
RPA ASSET MANAGEMENT SERVICES, LLC 45 EISENHOWER DRIVE PARAMUS, NJ 07652		5/31/2022	\$150,000.00
Email or website address HTTPS://RPAADVISORS.COM/			

(Name)

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or
RPA ASSET MANAGEMENT SERVICES, LLC 45 EISENHOWER DRIVE PARAMUS, NJ 07652		7/8/2022	\$37,336.50
Email or website address HTTPS://RPAADVISORS.COM/			
RPA ASSET MANAGEMENT SERVICES, LLC 45 EISENHOWER DRIVE PARAMUS, NJ 07652		11/7/2022	\$250,000.00
Email or website address HTTPS://RPAADVISORS.COM/			
RPA ASSET MANAGEMENT SERVICES, LLC 45 EISENHOWER DRIVE PARAMUS, NJ 07652		11/29/2022	\$147,196.50
Email or website address HTTPS://RPAADVISORS.COM/			
YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801		11/7/2022	\$100,000.00
Email or website address HTTPS://WWW.YOUNGCONAWAY.COM/			
YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801		11/15/2022	\$100,000.00
Email or website address HTTPS://WWW.YOUNGCONAWAY.COM/			
YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801		11/29/2022	\$150,000.00
Email or website address HTTPS://WWW.YOUNGCONAWAY.COM/			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

None

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs.

Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address	Dates of occupancy
39 28TH AVE VENICE, CA 90291	From 7/15/2021 To 7/15/2022
12130 MILLENNIUM DRIVE SUITE 300 LOS ANGELES, CA 90094	From 1/2021 To 6/2021
12575 BEATRICE STREET PLAYA VISTA, CA 90066	From 10/2020 To 12/2020

Address 5340 ALLA ROAD LOS ANGELES, CA 90066	Dates of occupancy From 8/2014 To 10/2020
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Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

- Is the debtor primarily engaged in offering services and facilities for:
- diagnosing or treating injury, deformity, or disease, or
 - providing any surgical, psychiatric, drug treatment, or obstetric care?

No. Go to Part 9.

Part 9: Personal Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- No.
 Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- No. Go to Part 10.
 Yes. Does the debtor serve as plan administrator?

- No.
 Yes. Fill in below:

Name of plan
CLUB W 401(K) PLAN

Employer identification number of the plan
45-2988960

Has the plan been terminated?

- No
 Yes

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

- None

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

- None

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

- None

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

- None

Owner's name and address	Location of property	Description of the property	Value
WINC, INC. IS A COUNTERPARTY TO A WAREHOUSE LEASE PURSUANT TO WHICH WINC, INC. HOLDS CERTAIN INVENTORY OWNED BY BWSL, LLC			

Owner's name and address	Location of property	Description of the property	Value
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Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- **Environmental law** means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- **Site** means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- **Hazardous material** means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

No
 Yes. Provide details below.

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

No
 Yes. Provide details below.

24. Has the debtor notified any governmental unit of any release of hazardous material?

No
 Yes. Provide details below.

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
BWSC, LLC 1751 BERKELEY STREET STUDIO 3 SANTA MONICA, CA 90404	CONDUCTS THE BUSINESS OF THE DEBTORS (SELLING ALCOHOLIC BEVERAGES)	46-2430899 Date business existed From: 2/13/2012 To: CURRENT
WINC LOST POET, LLC 1751 BERKELEY STREET STUDIO 3 SANTA MONICA, CA 90404	FORMED TO FACILITATE THE LOST POET BRAND COLLABORATION WITH ATTICUS PUBLISHING AND HOLD LOST POET TRADEMARK.	N/A Date business existed From: 4/19/2021 To: CURRENT

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

Name and address	Dates of service
CAROL BRAULT 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	From 2/2018 To CURRENT
KATIE SLIWOWSKI 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	From 11/2021 To 3/2022
MAYRA VALLE 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	From 11/2020 To 11/2021
NEIL TRAVANTI 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	From 3/2022 To CURRENT

- 26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

Name and address	Dates of service
BAKER TILLY US, LLP PO BOX 7398 MADISON, WI 53707-7398	From 11/2020 To CURRENT
CONNOR GROUP DEPT 3748 PO BOX 123748 DALLAS, TX 75312-3742	From 4/2021 To CURRENT
KAISER CONSULTING, LLC 34 GRACE DRIVE POWELL, OH 43065	From 4/2021 To CURRENT
KBF CPA'S LLP 111 SW FIFTH AVE STE 1850 PORTLAND, OR 97204	From 4/2021 To CURRENT

- 26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed .

None

Name and address	If any books of account and records are unavailable, explain why
CAROL BRAULT 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	
NEIL TRAVANTI 1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	

- 26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

Name and address
BANC OF CALIFORNIA, N.A. ATTN: MICHAEL BARANOWSKI 3 MACARTHUR PLACE SANTA ANA, CA 92707

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

None

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

None

Name	Address	Position and nature of any interest	% of interest, if any
GEOFFREY MCFARLANE	1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	DIRECTOR AND FORMER CEO	8.2
SHINING CAPITAL ENTITIES (AFFILIATED WITH XIANGWEI WENG)	INTERTRUST CORP SERVICES(CAYMAN) LTD ONE NEXUS WAY CAMANA BAY GRAND CAYMAN KY1-9005	DIRECTOR/SHAREHOLDER	7.6
BRIAN SMITH	1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	INTERIM CEO, PRESIDENT AND SECRETARY	5.6
MATTHEW THELEN	1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	FORMER CHIEF STRATEGY OFFICER, GENERAL COUNSEL AND SECRETARY	1.5
CAROL BRAULT	1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	CHIEF FINANCIAL OFFICER	1.0

(Name)

Name	Address	Position and nature of any interest	% of interest, if any
ERIN GREEN	1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	DIRECTOR	0.9
ALESIA PINNEY	1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	DIRECTOR	0.1
LAURA JOUKOVSKI	1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	DIRECTOR	0.1
MARY PAT THOMPSON	1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	DIRECTOR	0.1
PATRICK DELONG	1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	DIRECTOR	0.1
XIANGWEI WENG	1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	DIRECTOR	0.1

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

None

Name	Address	Position and nature of any interest	Period during which position or interest was held
GEOFFREY MCFARLANE	1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	CHIEF EXECUTIVE OFFICER	From 1/2018 To 11/2022
MATTHEW THELEN	1751 BERKELEY STREET, STUDIO 3 SANTA MONICA, CA 90404	CHIEF STRATEGY OFFICER, GENERAL COUNSEL AND SECRETARY	From 10/2014 To 9/2022

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

None

SEE RESPONSE TO QUESTION 4

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

None

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

None

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/28/2022.

/s/ Carol Brault

Signature of individual signing on behalf of the debtor

Carol Brault

Printed Name

Chief Financial Officer

Position or relationship to debtor

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- No
 Yes